

QUARTERLY STATEMENT

OF THE

DELTA DENTAL
OF RHODE ISLAND

of PROVIDENCE
in the state of RHODE ISLAND

TO THE

Insurance Department

OF THE

STATE OF

RHODE ISLAND

FOR THE QUARTER ENDED

September 30, 2009

HEALTH

2009



HEALTH QUARTERLY STATEMENT

55301200920100130

AS OF SEPTEMBER 30, 2009
OF THE CONDITION AND AFFAIRS OF THE

DELTA DENTAL OF RHODE ISLAND

NAIC Group Code	1571 <small>(Current Period)</small>	1571 <small>(Prior Period)</small>	NAIC Company Code	55301	Employer's ID Number	05-0296998	
Organized under the Laws of	RHODE ISLAND			State of Domicile or Port of Entry			RHODE ISLAND
Country of Domicile	UNITED STATES OF AMERICA						
Licensed as business type:	Life, Accident & Health	[]	Property/Casualty	[]	Hospital, Medical & Dental Service or Indemnity	[]	
	Dental Service Corporation	[X]	Vision Service Corporation	[]	Health Maintenance Organization	[]	
	Other	[]	Is HMO Federally Qualified?	Yes [] No []			
Incorporated/Organized:	October 22, 1959			Commenced Business:			April 1, 1966
Statutory Home Office:	10 CHARLES STREET <small>(Street and Number)</small>			PROVIDENCE, RI 02904 <small>(City or Town, State and Zip Code)</small>			
Main Administrative Office:	10 CHARLES STREET <small>(Street and Number)</small>			PROVIDENCE, RI 02904 <small>(City or Town, State and Zip Code)</small>			
	PROVIDENCE, RI 02904 <small>(City or Town, State and Zip Code)</small>			401-752-6000 <small>(Area Code) (Telephone Number)</small>			
Mail Address:	10 CHARLES STREET <small>(Street and Number or P.O. Box)</small>			PROVIDENCE, RI 02904 <small>(City or Town, State and Zip Code)</small>			
Primary Location of Books and Records:	10 CHARLES STREET <small>(Street and Number)</small>			PROVIDENCE, RI 02904 <small>(City or Town, State and Zip Code)</small>			
				401-752-6000 <small>(Area Code) (Telephone Number)</small>			
Internet Website Address:	www.deltadentalri.com						
Statutory Statement Contact:	GEORGE J. BEDARD <small>(Name)</small>			401-752-6000 <small>(Area Code) (Telephone Number)</small>			<small>(Extension)</small>
	gbedard@deltadentalri.com <small>(E-Mail Address)</small>			401-752-6070 <small>(Fax Number)</small>			

OFFICERS

	Name	Title
1.	JOSEPH A. NAGLE	PRESIDENT
2.	KATHRYN M. SHANLEY	SECRETARY
3.	RICHARD A. FRITZ	TREASURER

VICE-PRESIDENTS

Name	Title	Name	Title
RICHARD A. FRITZ	VP. - FINANCE	KATHRYN M. SHANLEY	VP. - EXTERNAL AFFAIRS
ANGELO PEZZULLO	VP. - SALES	STEPHEN J. SPERANDIO	VP. - OPERATIONS/ADMINISTRATION
GEORGE CALAT	VP. - UNDERWRITING		

DIRECTORS OR TRUSTEES

EDWARD ALMON	FRED K. BUTLER	A. THOMAS CORREIA DDS	DAVID A. DUFFY
ALMON C. HALL	DONALD S. IANNAZZI	STEVEN J. ISSA	JAMES F. McMANUS DDS
WILLIAM A. MEKRUT	SANDRA G. PARRILLO	CINDY REED	EDWIN J. SANTOS
PATRICIA A. SULLIVAN	ALEC TAYLOR	VANESSA TOLEDO-VICKERS	

State of RHODE ISLAND
County of PROVIDENCE ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
JOSEPH A. NAGLE	KATHRYN M. SHANLEY	RICHARD A. FRITZ
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
PRESIDENT	SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me this	a. Is this an original filing?	[X] Yes [] No
13th day of NOVEMBER, 2009	b. If no:	
	1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	

PAMELA B. BUTERA
My commission expires 8/24/10

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	38,945,647		38,945,647	33,834,124
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	7,234,362		7,234,362	6,854,128
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 1,442,980), cash equivalents (\$ 0), and short-term investments (\$ 4,407,769)	5,850,749		5,850,749	8,938,977
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	52,030,758		52,030,758	49,627,229
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	485,529		485,529	515,953
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	5,121,502		5,121,502	5,021,904
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	1,642,404	1,213,158	429,246	581,750
19. Furniture and equipment, including health care delivery assets (\$ 0)	722,642	722,642		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	8,996,391	8,689,599	306,792	2,684,200
22. Health care (\$ 0) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	574,243	337,850	236,393	25,580
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	69,573,469	10,963,249	58,610,220	58,456,616
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	69,573,469	10,963,249	58,610,220	58,456,616

DETAILS OF WRITE-IN LINES				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
2301. UTILITY DEPOSIT	3,000	3,000		
2302. PREPAID EXPENSES	214,981	214,981		
2303. RETROSPECTIVE PREMIUM ADJUSTMENTS & OTHER A/R	356,262	119,869	236,393	25,580
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	574,243	337,850	236,393	25,580

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	4,269,500		4,269,500	5,193,508
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	186,826		186,826	218,666
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	1,542,901		1,542,901	846,795
9. General expenses due or accrued	4,399,346		4,399,346	3,968,065
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$ 0 current) and interest thereon \$ 0 (including \$ 0 current)				
15. Amounts due to parent, subsidiaries and affiliates	2,529,593		2,529,593	2,348,410
16. Payable for securities				
17. Funds held under reinsurance treaties (with \$ 0 authorized reinsurers and \$ 0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans				
21. Aggregate write-ins for other liabilities (including \$ 0 current)	269,542		269,542	369,497
22. Total liabilities (Lines 1 to 21)	13,197,708		13,197,708	12,944,941
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X		
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X		
27. Surplus notes	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds	X X X	X X X	7,086,010	7,707,725
29. Unassigned funds (surplus)	X X X	X X X	38,326,502	37,803,950
30. Less treasury stock, at cost:				
30.1 0 shares common (value included in Line 24 \$ 0)	X X X	X X X		
30.2 0 shares preferred (value included in Line 25 \$ 0)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	45,412,512	45,511,675
32. Total liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	58,610,220	58,456,616

DETAILS OF WRITE-IN LINES				
2101. ADVANCE DEPOSITS	269,542		269,542	369,497
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	269,542		269,542	369,497
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801. STRATEGIC INVESTMENT RESERVE	X X X	X X X	7,086,010	7,707,725
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X	7,086,010	7,707,725

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X	2,833,463	2,944,554	3,924,782
2. Net premium income (including \$ 0 non-health premium income)	X X X	82,422,577	82,112,714	109,583,907
3. Change in unearned premium reserves and reserve for rate credits	X X X			
4. Fee-for-service (net of \$ 0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	82,422,577	82,112,714	109,583,907
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		70,128,529	71,558,544	91,986,947
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs				
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		70,128,529	71,558,544	91,986,947
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)		70,128,529	71,558,544	91,986,947
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 747,646 cost containment expenses		5,306,219	4,825,414	6,299,122
21. General administrative expenses		7,412,426	6,300,743	8,800,091
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)		82,847,174	82,684,701	107,086,160
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(424,597)	(571,987)	2,497,747
25. Net investment income earned		1,211,901	895,366	1,788,147
26. Net realized capital gains (losses) less capital gains tax of \$ 0		(202,704)	(135,262)	(1,678,906)
27. Net investment gains (losses) (Lines 25 plus 26)		1,009,197	760,104	109,241
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]				
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	584,600	188,117	2,606,988
31. Federal and foreign income taxes incurred	X X X			28,215
32. Net income (loss) (Lines 30 minus 31)	X X X	584,600	188,117	2,578,773

DETAILS OF WRITE-IN LINES				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 06 from overflow page	X X X			
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 07 from overflow page	X X X			
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above)	X X X			
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901. CONTRIBUTION TO DELTA DENTAL OF RI FUND				
2902. PARTICIPATION IN NAT'L DELTA DENTAL PLANS ASSOC JOINT MARKETING EFFORT				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	45,511,675	43,810,331	43,810,331
34. Net income or (loss) from Line 32	584,600	188,117	2,578,773
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	112,573	214,263	(663,229)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(796,336)	(2,485,208)	(214,200)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	(99,163)	(2,082,828)	1,701,344
49. Capital and surplus end of reporting period (Line 33 plus 48)	45,412,512	41,727,503	45,511,675

DETAILS OF WRITE-IN LINES			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

	1	2
Cash from Operations	Current Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance	83,019,085	110,855,539
2. Net investment income	1,039,621	(5,558)
3. Miscellaneous income		
4. Total (Lines 1 to 3)	84,058,706	110,849,981
5. Benefit and loss related payments	71,052,537	91,880,895
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	12,794,451	15,291,219
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)		28,215
10. Total (Lines 5 through 9)	83,846,988	107,200,329
11. Net cash from operations (Line 4 minus Line 10)	211,718	3,649,652
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	9,459,692	25,756,957
12.2 Stocks	1,094,581	1,047,403
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	10,554,273	26,804,360
13. Cost of investments acquired (long-term only):		
13.1 Bonds	14,750,642	26,518,080
13.2 Stocks	1,501,468	2,964,265
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications		
13.7 Total investments acquired (Lines 13.1 to 13.6)	16,252,110	29,482,345
14. Net increase (or decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,697,837)	(2,677,985)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	2,397,891	(360,000)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,397,891	(360,000)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(3,088,228)	611,667
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	8,938,977	8,327,310
19.2 End of period (Line 18 plus Line 19.1)	5,850,749	8,938,977

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
20.0002		
20.0003		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	325,838					325,838				
2. First Quarter	318,643					318,643				
3. Second Quarter	319,040					319,040				
4. Third Quarter	307,185					307,185				
5. Current Year										
6. Current Year Member Months	2,833,463					2,833,463				
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Totals										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (a)	83,019,085					83,019,085				
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	82,422,577					82,422,577				
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	71,052,537					71,052,537				
18. Amount Incurred for Provision of Health Care Services	70,128,529					70,128,529				

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only	4,971,855	66,080,682	60,840	4,208,660	5,032,695	5,193,508
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	4,971,855	66,080,682	60,840	4,208,660	5,032,695	5,193,508
10. Health care receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	4,971,855	66,080,682	60,840	4,208,660	5,032,695	5,193,508

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(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation

The Quarterly Statement of Delta Dental of Rhode Island for the quarter ended September 30, 2009 has been completed in accordance with NAIC *Annual Statement Instructions* and the *Accounting Practices and Procedures* manual. Management is not aware of any deviations from this NAIC guidance, as it relates to the 2009 and 2008 financial information contained in this quarterly statement.

(B) Use of Estimates in the Preparation of the Financial Statements

The preparation of the financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(C) Accounting Policies

Investment Income and Declines in Fair Value

The Company periodically reviews its bonds and common stocks to determine whether a decline in fair value below the amortized cost basis is other than temporary. The process for identifying declines in the fair value of investments that are other than temporary involves consideration of several factors. These factors include (1) the period in which there has been a significant decline in value; (2) an analysis of the liquidity, business prospects, and overall financial condition of the issuer; (3) the significance of the decline; and (4) the Company's intent and ability to hold the investment for a sufficient period for the value to recover. When the Company's analysis of the above factors results in the conclusion that declines in fair values are other than temporary, the cost of the securities is written down to fair value and is reflected as a realized loss.

Bonds

Bond investments are stated at amortized cost and consist of United States Treasury and government agency securities as well as "Investment Grade" corporate notes with fixed rates and maturities. Interest income is accrued as earned. The Company has both the intent and ability to hold these securities until maturity and, accordingly, has categorized these investments as "held-to-maturity" securities. As a result, unrealized gains and losses are excluded from net income.

Common Stocks - - Investments in Subsidiaries

The accompanying financial statements of Delta Dental of Rhode Island include the common stock investments of its wholly owned subsidiaries: Park Row Associates, Altus Realty Company and The Altus Group, Inc. The values of these investments are reported using the equity method.

The income and expenses of Park Row Associates, Altus Realty Company and The Altus Group, Inc. are combined such that the net change for the quarter is reported as "Net unrealized capital gains and losses" on line 36 in the Statement of Revenues and Expenses.

Altus Systems Inc., a wholly owned subsidiary of The Altus Group, Inc. has operated a division under the name of Altus Benefit Administrators (ABA). ABA functions as a third party administrator to companies based primarily in Rhode Island and Massachusetts. On February 20, 2009 Altus Systems Inc. entered into an asset purchase agreement with Benefit Strategies LLC of Manchester, New Hampshire. This agreement sells the assets of the ABA division, including its client list and certain other assets to Benefit Strategies LLC effective May 1, 2009. The final purchase price is contingent on meeting certain client retention levels but in no event will it exceed \$1,000,000.

The Company contracts with an independent investment advisor to separately manage a portion of the Company's investment portfolio. As a result of this arrangement, common stocks of nonaffiliated companies are maintained in the Company's investment portfolio. These common stocks are valued at market as they are categorized as "available-for-sale" securities.

NOTES TO FINANCIAL STATEMENTS

Claims and Claims Adjudication Expenses

The estimated liability for claims incurred but unpaid is actuarially determined based on an analysis of historical claims experience, modified for changes in enrollment, inflation and benefit coverage. The estimated liability for accrued claims adjudication expense represents the anticipated cost of processing claims incurred but unpaid at the balance sheet date. The estimates for claims and claims adjudication expenses may be more or less than the amount ultimately paid. Such changes in estimates are reflected in current period operations.

NOTE 2 - - ACCOUNTING CHANGES AND CORRECTION OF ERRORS

The financial statements included in this filing do not contain any items that resulted from corrections of errors. The Company complies with the Codification of the NAIC Accounting Practices and Procedures Manual, which includes the Statement on Statutory Accounting Principles (SSAP) # 47 "Uninsured Plans".

SSAP 47 requires the exclusion of uninsured plan business for both premiums earned and claims incurred in the Statement of Revenues and Expenses. The Company has identified its Administrative Service Business (ASC), where the account, not Delta Dental of Rhode Island, has assumed the overall risk for the claims incurred and removed these components from both premiums earned and claims incurred in these 2009 and 2008 financial statements and the associated supporting exhibits. The administrative expenses reimbursed from ASC business is reported as "reimbursements by uninsured accident and health plans" in the Underwriting and Investment Exhibit Part 3 - Analysis of Expenses.

NOTE 3 - - BUSINESS COMBINATIONS AND GOODWILL

During the periods reported the Company had no business combinations, direct purchases or mergers with other companies.

NOTE 4 - - DISCONTINUED OPERATIONS

During the periods reported the Company's financial results include no gains or losses from discontinued operations.

NOTE 5 - - INVESTMENTS

The Company's bond and common stock investments described in Note 1 represent all of the Company's statutory recorded investments as of September 30, 2009 and December 31, 2008. Accordingly, the Company maintains no investments in the following categories:

- Mortgage loans
- Debt restructuring issues
- Reverse Mortgages
- Loan Backed Securities
- Repurchase Agreements

NOTE 6 - - JOINT VENTURES, PARTNERSHIPS and LIMITED LIABILITY COMPANIES

To date in 2009 the Company has not participated in any joint ventures, partnerships or LLCs.

NOTE 7 - - INVESTMENT INCOME

Interest income is accrued as earned. At September 30, 2009, the Company had no income due or accrued that it considered a nonadmitted asset, as collection on accrued interest is reasonably

NOTES TO FINANCIAL STATEMENTS

assured for all Company investments.

During the year ended December 31, 2008 the Company performed analyzes to determine whether declines in fair value below amortized cost basis were other than temporary impairment ("OTTI") for both its bond and stock portfolio. These analyzes resulted in the conclusion that declines in fair values were other than temporary for certain investments. The cost of the securities identified were written down to fair value and resulted in \$1,321,000 of additional realized losses being reflected in the Statement of Revenues and Expenses and the Schedule D supporting exhibits. For the three quarters ended September 30, 2009 the Company performed similar procedures and no write-downs were recorded.

NOTE 8 - - DERIVATIVE INSTRUMENTS

As disclosed in Note 1 above, all investments consist of United States government and government agency securities, corporate notes with fixed rates and maturities, common stocks and three investments in wholly owned subsidiaries.

The Company and one of its wholly owned subsidiaries, Altus Realty Company, joint and severally maintain an interest rate swap agreement with Bank of America relating to the debt financing from the purchase of the Company's office facilities at 10 Charles Street in Providence, RI. Altus Realty's financial results are accounted for under the equity method in this filing, and include the effect of recording the fair value of this interest rate swap liability as a separate component of reserves in the amount of \$510,236 and \$690,152 as of September 30, 2009 and December 31, 2008.

NOTE 9 - - FEDERAL INCOME TAXES

Delta Dental of Rhode Island is a not-for-profit corporation pursuant to Section 501(C)(4) of the Internal Revenue Code (IRC) and is exempt from federal income taxes under Section 501(a) of the IRC and, accordingly, no provision for income taxes has been made in the accompanying statutory financial statements other than a nominal provision for unrelated business income. Altus Realty Company is also a not-for-profit real estate holding corporation under Section 501(C)(2) of the IRC, and as such has made no provision for income taxes.

Park Row Associates and The Altus Group, Inc., the Company's other wholly owned subsidiaries, are for profit corporations. The Altus Group, Inc., and its subsidiaries Altus Dental, Altus Systems and Altus Dental Insurance Company file consolidated federal and state tax returns. These filings have resulted in minimal taxes due resulting from accumulated consolidated losses. Park Row Associates files federal and state taxes on its own, and has reported taxable income. Accordingly, federal and state taxes of \$113,000 and \$245,000 have been recorded for the periods ended September 30, 2009 and December 31, 2008.

NOTE 10 - - INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

Park Row Associates is a wholly owned subsidiary of the Company and provides brokerage and consulting services to employers for health insurance products. For the periods ended September 30, 2009 and December 31, 2008, respectively, this subsidiary generated approximately \$931,000 and \$1,219,000 of fees and commissions, and net income of \$264,000 and \$318,000 during the same two periods.

Altus Realty Company, a wholly owned subsidiary of the Company, is a non-profit real estate holding Company that holds title to and manages the building at 10 Charles Street in Providence, RI. The Company (Delta Dental of RI) presently rents approximately one half of the existing space within this building. For the periods ended September 30, 2009 and December 31, 2008, respectively, this entity reported total revenues of \$1,291,000 and \$1,882,000 and net income of \$34,000 and \$127,000 during the same two periods.

NOTES TO FINANCIAL STATEMENTS

The Altus Group, Inc. is a wholly owned subsidiary of the Company and was established as a for-profit entity for the purpose of expanding the Company's offering of prepaid dental care coverage and other third party administration services. For the periods ended September 30, 2009 and December 31, 2008, after elimination of intercompany transactions, The Altus Group, Inc., generated losses of \$1,110,000 and \$1,651,000.

At September 30, 2009 and December 31, 2008 the Company has intercompany receivables from the Altus Group, Inc. and other subsidiaries. These balances resulted from advances that were provided to fund operating expenses of both the Altus Group, Inc. and its subsidiaries, as well as cash flow needs of Altus Realty. The Company charges interest on unpaid advanced funds. For Statutory filing purposes the intercompany receivable balances from Altus Dental, Inc., Altus Systems and a portion of the Altus Realty balance are considered non-admitted assets. These subsidiary entities do not currently possess the necessary liquidity to repay the entire receivable balances within 90 days. Therefore the currently uncollectible amounts are treated as nonadmitted assets in accordance with SSAP #25.

Management's cash flow projections for The Altus Group, Inc. and its subsidiaries are made based on a number of factors, which affect the changes in the receivable balances over the period of time being analyzed. The most significant factors include: the relative and absolute growth in enrollment levels for the Company and Altus Dental Insurance Company, Inc, a wholly owned subsidiary of the Altus Group, Inc.; the amount and rate of increase in operating and administrative expenses; the level of success Altus Dental, Inc. experiences in developing and maintaining its dental network; and the level of resources required by Altus Dental, Inc. for recruitment and marketing functions. Management's current cash flow projections for The Altus Group, Inc. and its subsidiaries projects profitability to begin in 2010 and that the intercompany advances will begin to be reduced at that time.

NOTE 11 - - DEBT

During the quarter the Company had no outstanding capital notes or any debt arrangements. As described in Note 8 - - DERIVATIVE INSTRUMENTS above, the Company and one of its wholly owned subsidiaries, Altus Realty Company, jointly and severally maintain an interest rate swap agreement with Bank of America relating to the financing of the purchase of the Company's office facilities at 10 Charles Street in Providence, RI. This instrument and the related debt on the building are recorded on the financial statements of Altus Realty Company.

NOTE 12 - - EMPLOYEE RETIREMENT PLANS AND OTHER POSTRETIREMENT BENEFIT PLANS

A. Defined Contribution Retirement Plan

The Company maintains a noncontributory, defined contribution retirement plan. The plan covers all full time employees who are 21 years of age and have completed three months of service to the Company.

Employees qualify for benefits upon normal retirement at age 65, or early retirement, which is met upon reaching age 60 and completion of five years of service. Vesting of contributions (made on behalf of each employee) begins at 20% after two years of service and increases 20% annually until full vesting occurs after six years of service. The Company's contributions to this plan, representing its full funding requirements were \$600,000 and \$786,000 for September 30, 2009 and December 31, 2008.

B. Deferred Compensation Plans

The Company maintains a 401(K) plan. Plan entry and vesting of employer contributions are the same as the defined contribution retirement plan described above. The Company's contributions to this plan were \$104,000 and \$212,000 for September 30, 2009 and December 31, 2008.

NOTES TO FINANCIAL STATEMENTS

The Company maintains a 457(b) Plan for providing deferred compensation for a select group of management. The Company's contributions to this plan were \$16,500 and \$15,500 for 2009 and 2008.

Effective January 1, 2009 the Company established a 457(f) plan for providing deferred compensation for a select group of management. The plan is an unfunded deferred compensation plan. The employer, in its sole discretion, may make an employer contribution to the account of any participant for any plan year in an amount no less than five percent not more than ten percent of the participant's compensation.

C. Postretirement Benefit Plans

The Company provides postretirement health care and dental benefits covering members of the Board of Directors who had served three full terms (9 years) as of April 1994. Company payments for these benefits totaled \$107,000 and \$105,000 in 2008 and 2007, respectively.

The Statement of Financial Accounting Standards No. 106 (SFAS 106), "Employers' Accounting for Postretirement Benefits Other Than Pensions" requires benefits to be accrued over the employee service period until the employee becomes fully eligible to receive benefits. The effect of SFAS 106 was to increase or (decrease) September 30, 2009 and December 31, 2008 expenses by \$22,000 and (\$11,000), respectively.

The following table sets forth the actuarial present value of benefit obligations and funded status at December 31, 2008 for the Company's plans:

Accumulated postretirement benefit obligation	\$1,045,000
Fair Value of plan assets	<u>-</u>
Funded status	<u>(1,045,000)</u>
Accrued postretirement benefit recognized on the balance sheet under SFAS 106 and 158	\$ <u>1,045,000</u>

The trend assumptions used in determining the accumulated postretirement benefit obligation were 10% grading down to 6% in year three and later for health benefits and 8% grading down to 4% in year five and later for dental benefits. That assumption has a significant effect on the amounts reported. To illustrate, increasing the assumed trend in each case by 1% per year would increase the accumulated postretirement benefit obligation as of December 31, 2008 by \$86,000 and the service and interest cost components of net periodic postretirement benefit cost for the year then ended by \$6,000.

The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 5.75% in 2008 and 2007. Prior to SFAS No. 158 implementation in 2007 as discussed below, the Company had elected to amortize the transition obligation over 20 years using the straight-line method. Net expense for the retiree health care and dental plans for 2008 included the following components:

Net periodic cost (benefit) under SFAS 106	(\$11,000)
Benefits paid	\$107,000

Effective December 31, 2007 the Company adopted the recognition and disclosure provisions of SFAS No. 158 *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*. Statement 158 requires companies to recognize the funded status of defined benefit pension and other postretirement plans as a net asset or liability and to recognize changes in that funded status in the year in which the changes occur through reserves to the extent those changes are not included in the net periodic cost. The funded status reported on the balance sheet as of December 31, 2008 and 2007 under Statement 158 was measured as the difference between the fair market value of plan assets and the calculated liability for post retirement benefits, which

NOTES TO FINANCIAL STATEMENTS

computed to an additional expense of \$180,000 that was recorded for the year ended December 31, 2007.

Prior to the adoption of SFAS No. 158, the Company accounted for its postretirement benefit obligations under SFAS 106 "Employers' Accounting for Postretirement Benefits Other Than Pensions". This statement required the disclosure of the accumulated post retirement benefit obligation, as well as the accumulated post retirement benefit cost recognized on the balance sheet. Under SFAS 106, the liability was not immediately recognized, as it was calculated and recorded ratably over a twenty-year period. The net periodic benefit cost recognized annually included a component of amortization of this calculated liability. This is no longer the case in 2007 and 2008 following the adoption of SFAS No. 158.

Upon Adoption of the provisions of SFAS No. 158, the Company recognized the full amount of the change in funding status of its accumulated post retirement benefit obligation through reserves. As a result the Company recognized the following adjustments in its financial statements as of and for the year ended December 31, 2007:

	Prior to Adoption of <u>SFAS 158</u>	Effect of Adoption of <u>SFAS 158</u>	As reported at year end <u>2007</u>
Liability for postretirement benefits	\$876,000	180,000	1,056,000
Charge to Reserves	-	180,000	180,000

The recognition provisions of Statement 158 had an effect on the statutory statement of revenues and expenses for the year ended December 31, 2007. For reporting under GAAP the Company also adopted the measurement date provisions of Statement 158 in 2007, which required the Company to change its measurement date for plan assets and the liability for postretirement benefits at that date. For GAAP the \$180,000 expense was charged directly to Reserves.

NOTE 13 - - CAPITAL AND SURPLUS

Delta Dental of Rhode Island is a not-for-profit corporation; accordingly the Company has no shares of stock outstanding. The Company has no dividend restrictions, and has not been involved in any quasi-reorganization.

NOTE 14 - - CONTINGENT LIABILITIES

The Company has entered into employment contracts with certain key employees. These employment contracts vary in length. At December 31, 2008, the Company's total commitment under these employment contracts approximated \$3,780,000.

There are no contingent liabilities arising from litigation, which would be considered material in relation to the Company's financial position. Accordingly, the Company has committed no reserves to cover any contingent liabilities.

The Company maintains an unlimited parental guaranty on behalf of Altus Dental Insurance Company, Inc., a subsidiary of The Altus Group Inc. The guaranty states that any and all claims and obligations of Altus Dental Insurance Company, Inc. to its subscribers and policyholders will be funded and satisfied by the Company in the event of any inability of Altus Dental Insurance Company, Inc. to satisfy such claims and obligations. This guaranty became effective when Altus Dental Insurance Company, Inc. commenced underwriting dental insurance in Massachusetts.

NOTE 15 - - LEASES

The Company maintains a lease obligation for all its office space through its subsidiary Altus

NOTES TO FINANCIAL STATEMENTS

Realty Company. The current office lease commenced in April 2008 and runs through March 2013. The lease was renewed at market rates. The lease obligation resulted in rent expense for the three quarters ended September 30, 2009 of \$663,000. For the year ended 2009 rent expense is projected at \$884,000 annually.

NOTE 16 - - INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company maintains no financial instruments with off-balance sheet risk or any financial instruments with concentrations of credit risk.

NOTE 17 - - SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS

The Company has no transactions relating to transfers of receivables reported as sales, transfer and servicing of financial assets or wash sales.

NOTE 18 - - GAIN OR LOSS FROM UNINSURED ACCIDENT & HEALTH PLANS

The Company's policy regarding underwriting and pricing for uninsured or partially insured accident and health plans has been to determine that the administrative premium charged to each account covers all incremental costs (directly associated with servicing the specific account) plus a share of fixed and variable operating expenses to be incurred by the Company during the contract period.

As discussed in Note 2, the Company complies with the Statement on Statutory Accounting Principles (SSAP) # 47 "Uninsured Plans". The Company's September 30, 2009 and December 31, 2008 financial operations exclude approximately \$63,000,000 and \$64,000,000 of revenues from such plans and there are no significant gains or losses related to such transactions.

NOTE 19 - - DIRECT PREMIUM WRITTEN / PRODUCED BY MANAGING GENERAL AGENTS / THIRD PARTY ADMINISTRATORS

The Company maintains no relationships with managing general agents or third party administrators. The Company does utilize in-house sales efforts, as well as independent brokers to market its products. Premiums earned are reported gross of brokers' commissions of approximately \$1,502,000 and \$1,777,000 for the periods ended September 30, 2009 and December 31, 2008.

NOTE 20 - - OTHER ITEMS

The Company has no extraordinary items, troubled debt restructuring or other required disclosures of unusual items. Additionally, the Company has no additional disclosure requirements regarding Retirement Plans, Deferred Compensation and Postretirement Benefits other than the disclosures made in Note 12 above.

NOTE 21 - - EVENTS SUBSEQUENT

The Company has no events subsequent to September 30, 2009 that would warrant disclosure in these statutory September 30, 2009 financial statements.

NOTE 22 - - REINSURANCE

The Company utilizes no reinsurance arrangements in its underwriting of dental premiums to

NOTES TO FINANCIAL STATEMENTS

companies headquartered in the State of Rhode Island.

NOTE 23 - - RETROSPECTIVELY RATED CONTRACTS

The Company estimates accrued retrospective premium adjustments for each contractual group by projecting incurred losses based on group claims paid data. This data is updated and analyzed monthly and accrued retrospective premium adjustments are recorded monthly to earned premiums. The amount of net premiums written by the Company that are subject to retrospective rating or are contingent premiums (based on actual claims incurred) is approximately \$37,530,000 and \$23,885,000 for the years ended December 31, 2008 and 2007.

NOTE 24 - - CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSES

As reported in the Underwriting and Investment Exhibit - "Analysis of claims unpaid - prior year" reserves for incurred claims attributable to insured events of prior years have decreased by \$161,000 from \$5,194,000 at the beginning of the current year as a result of reestimation of unpaid claims. This favorable decrease is the result of an ongoing analysis of paid claims and recent loss development trends.

NOTE 25 - - INTERCOMPANY POOLING ARRANGEMENTS

The Company utilizes no intercompany pooling arrangements in its dental premium underwriting.

NOTE 26 - - STRUCTURED SETTLEMENTS

As documented in the NAIC Annual Statement filing instructions for 2009, this footnote is not applicable to health insurance insurers.

NOTE 27- - HEALTH CARE RECEIVABLES

The Company has no receivables that would be considered Health Care Receivables under SSAP #84. Accordingly, pharmacy rebates and risk sharing receivables are not currently applicable to the Company's operations.

NOTE 28 - - PARTICIPATING POLICIES

The Company does not underwrite any business that would result in group accident or health participating policies. Accordingly, policy dividends are not applicable to the Company's operations.

NOTE 29 - - PREMIUM DEFICIENCY RESERVES

The Company does not maintain any amount of premium deficiency reserves.

NOTE 30 - - ANTICIPATED SALVAGE AND SUBROGATION

The Company's liability for unpaid claims is actuarially determined based on an analysis of historical claims experience, modified for changes in enrollment, inflation and benefit coverage. This liability reflects no reductions for salvage and subrogation recoveries, which are recorded in the year of receipt.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 – COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y – Part 1 – organizational chart.

Yes ☐ No ☒
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ N/A ☐
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

05/15/2007
- 6.4 By what department or departments?
INSURANCE DIVISION, DEPARTMENT OF BUSINESS REGULATION, STATE OF RHODE ISLAND
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ N/A ☐
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ N/A ☐
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒

GENERAL INTERROGATORIES

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

.....
.....
.....
.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules, and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []

9.11 If the response to 9.1 is No, please explain:

.....
.....
.....
.....

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....
.....
.....
.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....
.....
.....
.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ _____

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

.....
.....
.....
.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ _____

GENERAL INTERROGATORIES

13. Amount of real estate and mortgages held in short-term investments: \$

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []

14.2 If yes, please complete the following:	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$ 3,234,629	\$ 2,478,664
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$ 10,113,001	\$ 8,996,391
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 13,347,630	\$ 11,475,055
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
If no, attach a description with this statement.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F – Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
CITIZENS BANK	ONE CITIZENS PLAZA, PROVIDENCE, RI 02903

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

GENERAL INTERROGATORIES

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
101400	CITIZENS BANK	ONE CITIZENS PLAZA, PROVIDENCE, RI 02903
107662	PMG ADVISORS	1004 FALLS COR CTR, W CONSHOHOCKEN, PA
112559	BNY MELLON	ONE FINANCIAL PLAZA, PROVIDENCE, RI 0290

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

NONE Schedule S

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS
Current Year To Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property / Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N							
2.	Alaska	AK	N							
3.	Arizona	AZ	N							
4.	Arkansas	AR	N							
5.	California	CA	N							
6.	Colorado	CO	N							
7.	Connecticut	CT	N							
8.	Delaware	DE	N							
9.	District of Columbia	DC	N							
10.	Florida	FL	N							
11.	Georgia	GA	N							
12.	Hawaii	HI	N							
13.	Idaho	ID	N							
14.	Illinois	IL	N							
15.	Indiana	IN	N							
16.	Iowa	IA	N							
17.	Kansas	KS	N							
18.	Kentucky	KY	N							
19.	Louisiana	LA	N							
20.	Maine	ME	N							
21.	Maryland	MD	N							
22.	Massachusetts	MA	N							
23.	Michigan	MI	N							
24.	Minnesota	MN	N							
25.	Mississippi	MS	N							
26.	Missouri	MO	N							
27.	Montana	MT	N							
28.	Nebraska	NE	N							
29.	Nevada	NV	N							
30.	New Hampshire	NH	N							
31.	New Jersey	NJ	N							
32.	New Mexico	NM	N							
33.	New York	NY	N							
34.	North Carolina	NC	N							
35.	North Dakota	ND	N							
36.	Ohio	OH	N							
37.	Oklahoma	OK	N							
38.	Oregon	OR	N							
39.	Pennsylvania	PA	N							
40.	Rhode Island	RI	L	82,422,577					82,422,577	
41.	South Carolina	SC	N							
42.	South Dakota	SD	N							
43.	Tennessee	TN	N							
44.	Texas	TX	N							
45.	Utah	UT	N							
46.	Vermont	VT	N							
47.	Virginia	VA	N							
48.	Washington	WA	N							
49.	West Virginia	WV	N							
50.	Wisconsin	WI	N							
51.	Wyoming	WY	N							
52.	American Samoa	AS	N							
53.	Guam	GU	N							
54.	Puerto Rico	PR	N							
55.	U.S. Virgin Islands	VI	N							
56.	Northern Mariana Islands	MP	N							
57.	Canada	CN	N							
58.	Aggregate other alien	OT	X X X							
59.	Subtotal		X X X	82,422,577					82,422,577	
60.	Reporting entity contributions for Employee Benefit Plans		X X X							
61.	Totals (Direct Business)	(a) 1	82,422,577						82,422,577	

DETAILS OF WRITE-INS									
5801.		X X X							
5802.		X X X							
5803.		X X X							
5898.	Summary of remaining write-ins for Line 58	X X X							
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X							

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

NAIC Group Code	Group Name	NAIC Company Code	State of Domicile	Federal ID Number	Company Name
1571	DELTA DENTAL OF RHODE ISLAND	55301	RI	05-0296998	DELTA DENTAL OF RHODE ISLAND
1571	DELTA DENTAL OF RHODE ISLAND	52632	RI	05-0513223	ALTUS DENTAL INSURANCE COMPANY, INC.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION
Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION
Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION
Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION
Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	40,688,252	40,544,554
2. Cost of bonds and stocks acquired	16,252,110	29,482,345
3. Accrual of discount		16,433
4. Unrealized valuation increase (decrease)	168,767	(662,968)
5. Total gain (loss) on disposals	(202,704)	(332,050)
6. Deduct consideration for bonds and stocks disposed of	10,554,273	26,804,360
7. Deduct amortization of premium	172,143	234,369
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		1,321,333
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	46,180,009	40,688,252
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	46,180,009	40,688,252

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	37,954,488	10,765,952	8,702,561	(46,856)	37,039,323	37,954,488	39,971,023	38,483,698
2. Class 2 (a)	3,832,045	749,761	1,249,761	(12,152)	4,594,734	3,832,045	3,319,893	3,070,570
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)	62,500				62,500	62,500	62,500	62,500
7. Total Bonds	41,849,033	11,515,713	9,952,322	(59,008)	41,696,557	41,849,033	43,353,416	41,616,768
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	41,849,033	11,515,713	9,952,322	(59,008)	41,696,557	41,849,033	43,353,416	41,616,768

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated, short-term and cash-equivalent bonds by NAIC designation:
NAIC 1 \$ 4,407,769; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	4,407,769	X X X	4,407,769	23,585	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,782,644	9,564,329
2. Cost of short-term investments acquired		1,681,657
3. Accrual of discount	(6,831)	(7,973)
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	3,368,044	3,455,369
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	4,407,769	7,782,644
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,407,769	7,782,644

NONE Schedule DB - Part F - Section 1

NONE Schedule DB - Part F - Section 2

NONE Schedule E Verification

NONE Schedule A - Part 2 and 3

NONE Schedule B - Part 2 and 3

NONE Schedule BA - Part 2 and 3

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
3133XU-6E-8	FED HOME LN BKS 1/29/13 2.250%		07/09/2009	CITIZENS BANK		750,000	750,000.00		1FE
3133XU-KF-9	FED HOME LN BKS 11/27/12 2.000%		08/04/2009	CITIZENS BANK		750,000	750,000.00		1FE
3133XU-5V-1	FED HOME LN BKS 7/27/12 1.900%		07/09/2009	CITIZENS BANK		750,000	750,000.00		1FE
3133XU-LK-7	FED HOME LN BKS 8/13/12 2.050%		08/06/2009	CITIZENS BANK		750,000	750,000.00		1FE
3133XU-RG-0	FED HOME LN BKS 9/23/16 3.000%		08/27/2009	CITIZENS BANK		750,000	750,000.00		1FE
3128X9-BA-7	FED HOME LN MTG CRP 8/25/14 3.625		08/04/2009	CITIZENS BANK		750,000	750,000.00		1FE
3128X9-CE-8	FED HOME LN MTG CRP 2/26/15 4.050%		08/07/2009	CITIZENS BANK		750,000	750,000.00		1FE
3128X9-CH-1	FED HOME LN MTG CRP 8/27/13 3.050%		08/07/2009	CITIZENS BANK		750,000	750,000.00		1FE
3136FH-X2-6	FED NATL MTG ASSN 1/22/13 2.500%		07/09/2009	CITIZENS BANK		750,000	750,000.00		1FE
3133XU-VD-2	FED HOME LOAN BANKS 9/29/11 1.25%		09/28/2009	CITIZENS BANK		500,000	500,000.00		1FE
0399999	Total Bonds U. S. Government				X X X	7,250,000	7,250,000.00		X X X
31371L-E6-2	FNMA POOL 10/1/13		08/18/2009	CITIZENS BANK		750,039	729,299.94	1,621	1FE
3199999	U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations				X X X	750,039	729,299.94	1,621	X X X
06739F-FZ-9	BARCLAYS BK PLC		07/07/2009	CITIZENS BANK		250,331	250,000.00		1FE
10138M-AH-8	BOTTLING GROUP LLC		08/20/2009	CITIZENS BANK		58,059	50,000.00	1,544	1FE
05565Q-BF-4	BP CAP MKTS		08/20/2009	CITIZENS BANK		109,511	100,000.00	1,575	1FE
12201P-AA-4	BURLINGTON RES FIN		09/28/2009	CITIZENS BANK		257,158	240,000.00	2,049	1FE
134429-AM-1	CAMPBELL SOUP CO		09/28/2009	CITIZENS BANK		538,719	500,000.00	4,313	1FE
20825C-AE-4	CONOCOPHILLIPS		07/07/2009	CITIZENS BANK		266,778	250,000.00	2,804	1FE
428236-AU-7	HEWLETT-PACKARD CO		08/20/2009	CITIZENS BANK		316,701	300,000.00	35	1FE
61746B-CW-4	MORGAN STANLEY		08/20/2009	CITIZENS BANK		52,929	50,000.00	359	1FE
635405-AW-3	NATIONAL CITY CORP		07/07/2009	CITIZENS BANK		245,938	250,000.00	4,417	1FE
635405-AW-3	NATIONAL CITY CORP		08/25/2009	CITIZENS BANK		50,091	50,000.00	150	1FE
717081-CZ-4	PFIZER INC		08/20/2009	CITIZENS BANK		318,027	300,000.00	5,600	1FE
822582-AG-7	SHELL INTERNATIONAL		09/15/2009	CITIZENS BANK		249,990	250,000.00		1FE
88319Q-H2-2	TEXTRON FINL CORP MT		07/27/2009	CITIZENS BANK		749,761	750,000.00	8,050	2FE
949746-NY-3	WELLS FARGO & CO NEW		08/26/2009	CITIZENS BANK		51,681	50,000.00	182	1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	3,515,674	3,390,000.00	31,078	X X X
8399997	Total Bonds Part 3				X X X	11,515,713	11,369,299.94	32,699	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	11,515,713	11,369,299.94	32,699	X X X
031162-10-0	AMGEN INC.		07/02/2009	CITIZENS BANK	410.000	21,204			L
052800-10-9	AUTOLIV INC		09/23/2009	CITIZENS BANK	820.000	29,153			L

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues 0.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
060505-10-4	BANK OF AMERICA CORP		09/23/2009	CITIZENS BANK	4,700.000	83,801			L
09247X-10-1	BLACKROCK INC		07/02/2009	CITIZENS BANK	140.000	23,831			L
111320-10-7	BROADCOM CORP CL A		07/02/2009	CITIZENS BANK	890.000	22,143			L
125509-10-9	CIGNA		09/23/2009	CITIZENS BANK	710.000	21,861			L
231021-10-6	CUMMINS, INC.		07/02/2009	CITIZENS BANK	800.000	27,423			L
268648-10-2	E M C CORP MASS		09/23/2009	CITIZENS BANK	3,170.000	54,680			L
263534-10-9	E.I. DUPONT deNEMOURS & CO.		09/23/2009	CITIZENS BANK	580.000	19,621			L
354613-10-1	FRANKLIN RESOURCES INC.		09/24/2009	CITIZENS BANK	270.000	27,443			L
38259P-50-8	GOOGLE INC		09/23/2009	CITIZENS BANK	150.000	75,319			L
428236-10-3	HEWLETT PACKARD CO		09/23/2009	CITIZENS BANK	1,520.000	71,772			L
437076-10-2	HOME DEPOT INC.		09/23/2009	CITIZENS BANK	1,660.000	46,046			L
464287-23-4	ISHARES MSCI EMERGING MKTS		07/02/2009	CITIZENS BANK	3,050.000	97,692			L
464287-46-5	ISHARES TR MSCI EAFE IDX		07/02/2009	CITIZENS BANK	1,075.000	48,804			L
58155Q-10-3	MCKESSON CORP.		09/23/2009	CITIZENS BANK	300.000	17,582			L
595635-10-3	MIDCAP SPDR TRUST SERIES 1		07/02/2009	CITIZENS BANK	950.000	98,230			L
617446-44-8	MORGAN STANLEY DEAN WITTER		07/02/2009	CITIZENS BANK	1,370.000	37,559			L
674599-10-5	OCCIDENTAL PETROLEUM CORP.		07/02/2009	CITIZENS BANK	450.000	28,578			L
701094-10-4	PARKER-HANNIFIN CORP.		09/23/2009	CITIZENS BANK	560.000	30,004			L
717081-10-3	PFIZER INC		09/23/2009	CITIZENS BANK	2,380.000	39,743			L
857477-10-3	STATE STREET CORP		07/02/2009	CITIZENS BANK	780.000	37,073			L
87612E-10-6	TARGET CORP		07/02/2009	CITIZENS BANK	1,470.000	55,376			L
883203-10-1	TEXTRON INC		09/23/2009	CITIZENS BANK	930.000	17,687			L
92532F-10-0	VERTEX PHARMACEUTICALS INC		09/23/2009	CITIZENS BANK	1,110.000	40,688			L
963320-10-6	WHIRLPOOL CORP		09/23/2009	CITIZENS BANK	380.000	26,865			L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				X X X	1,100,178	X X X		X X X
9799997	Total Common Stock Part 3				X X X	1,100,178	X X X		X X X
9799998	Summary Item from Part 5 for Common Stocks				X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stock				X X X	1,100,178	X X X		X X X
9899999	Total Preferred and Common Stock				X X X	1,100,178	X X X		X X X
9999999	Totals				X X X	12,615,891	X X X	32,699	X X X

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues 0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market Indicator (a)
3133XR-QY-9 3133XR-R5-1 3128X7-F4-1 3133XL-P6-4	FED HOME LN BKS 7/15/15 5.50% FED HOME LN BKS 7/2/13 5.00% FED HOME LN MTG CORP 7/2/13 5.0 FEDERAL HOME LN BKS 7/20/11 5.6		07/15/2009 07/02/2009 07/02/2009 07/20/2009	Called Called Called Called		750,000 750,000 750,000 750,000	750,000.00 750,000.00 750,000.00 750,000.00	750,000 750,000 750,000 750,000	750,000 750,000 750,000 750,000						750,000 750,000 750,000 750,000				41,250 37,500 37,500 42,000	07/15/2015 07/02/2013 07/02/2013 07/20/2011	1FE 1FE 1FE 1FE
0399999	Total - Bonds - U.S. Governments				X X X	3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				158,250	X X X	X X X
31282R-4M-3 31371M-GB-7 31371L-E6-2 31402R-H3-6 31403D-EP-0	FHMLC POOL 7/1/10 FMNA POOL 10/1/25 FNMA POOL 10/1/13 FNMA POOL 11/1/18 FNMA POOL 7/1/19		09/01/2009 09/01/2009 09/01/2009 09/01/2009 09/01/2009	Principal Reduction Principal Reduction Principal Reduction Principal Reduction Principal Reduction		60,874 22,596 24,433 33,238 44,033	60,874.06 22,596.02 24,433.17 33,237.82 44,033.38	59,659 21,911 25,128 33,061 43,731	58,948 20,656 25,128 32,777 44,221		1,926 1,940 (695) 461 (188)		1,926 1,940 (695) 461 (188)		60,874 22,596 24,433 33,238 44,033				2,394 1,204 27 1,651 2,212	07/01/2010 10/01/2025 10/01/2013 11/01/2018 07/01/2019	1FE 1FE 1FE 1FE 1FE
3199999	U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Obl				X X X	185,174	185,174.45	183,490	181,730		3,444		3,444		185,174				7,488	X X X	X X X
02635K-AW-4 88319Q-H2-2	AMERICAN GEN FIN CORP TEXTRON FINL CORP MT		08/15/2009 08/07/2009	Matured CITIZENS BANK		500,000 736,875	500,000.00 750,000.00	519,950 749,761	509,901 749,761		(9,901)		(9,901)		500,000 749,761		(12,886)	(12,886)	40,625 9,488	08/15/2009 05/03/2010	2FE 2FE
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	1,236,875	1,250,000.00	1,269,711	1,259,662		(9,901)		(9,901)		1,249,761		(12,886)	(12,886)	50,113	X X X	X X X
8399997	Total - Bonds - Part 4				X X X	4,422,049	4,435,174.45	4,453,201	4,441,392		(6,457)		(6,457)		4,434,935		(12,886)	(12,886)	215,851	X X X	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	4,422,049	4,435,174.45	4,453,201	4,441,392		(6,457)		(6,457)		4,434,935		(12,886)	(12,886)	215,851	X X X	X X X
002824-10-0 00817Y-10-8 086516-10-1 171232-10-1 20825C-10-4 235851-10-2 237194-10-5 30161N-10-1 320517-10-5 369604-10-3 458140-10-0	ABBOTT LABORATORIES AETNA INC NEW BEST BUY COMPANY INC CHUBB CORP CONOCOPHILLIPS DANAHER CORP DARDEN RESTAURANTS INC EXELON CORP FIRST HORIZON NATL CORP GENERAL ELECTRIC CO INTEL CORP		09/23/2009 07/02/2009 09/23/2009 09/23/2009 09/23/2009 09/23/2009 07/02/2009 09/23/2009 07/13/2009 09/23/2009 09/23/2009	CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK CITIZENS BANK	630.00 920.00 820.00 200.00 340.00 230.00 660.00 160.00 0.98 90.00 2,000.00	29,213 22,598 31,628 9,852 15,762 15,651 21,997 8,133 12 1,561 39,941	31,208 39,597 26,896 10,494 25,481 16,016 23,533 9,643 10 3,123 41,380	33,623 26,220 26,896 9,144 15,310 13,963 18,599 8,003 11 1,251 29,320	(2,415) 13,377 26,896 1,350 10,171 2,053 4,934 1,640 (1) 1,872 12,060				(2,415) 13,377 26,896 1,350 10,171 2,053 4,934 1,640 (1) 1,872 12,060	31,208 39,597 26,896 10,494 25,481 16,016 23,533 9,643 10 3,123 41,380		(1,995) (16,999) 4,733 (641) (9,719) (365) (1,536) (1,510) 1 (1,562) (1,439)	(1,995) (16,999) 4,733 (641) (9,719) (365) (1,536) (1,510) 1 (1,562) (1,439)	731 230 371 479 21 264 252 65 840		L L L L L L L L L L L	

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues 0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market Indicator (a)
459200-10-1	INTERNATIONAL BUSINESS MACHIN		09/23/2009	CITIZENS BANK	350.00	42,644		37,872	41,318	(3,445)			(3,445)		37,872		4,772	4,772	560		L
478160-10-4	JOHNSON & JOHNSON		09/23/2009	CITIZENS BANK	1,020.00	62,138		65,797	61,027	4,770			4,770		65,797		(3,659)	(3,659)	1,469		L
48203R-10-4	JUNIPER NETWORKS INC		09/23/2009	CITIZENS BANK	720.00	19,455		13,420	16,610	(3,191)			(3,191)		13,420		6,035	6,035			L
48242W-10-6	KBR INC.		09/23/2009	CITIZENS BANK	690.00	15,843		22,854	15,629	7,225			7,225		22,854		(7,010)	(7,010)	104		L
493267-10-8	KEYCORP NEW		07/02/2009	CITIZENS BANK	2,380.00	12,259		28,370	20,278	8,092			8,092		28,370		(16,111)	(16,111)	173		L
579064-10-6	MCAFEE INC		09/23/2009	CITIZENS BANK	560.00	23,303		20,087	19,359	728			728		20,087		3,216	3,216			L
580135-10-1	MCDONALDS CORP		09/23/2009	CITIZENS BANK	880.00	49,252		50,544	54,727	(4,183)			(4,183)		50,544		(1,292)	(1,292)	1,320		L
61945A-10-7	MOSAIC CO		09/23/2009	CITIZENS BANK	190.00	9,744		24,330	6,574	17,756			17,756		24,330		(14,586)	(14,586)	29		L
637071-10-1	NATIONAL OIL WELL INC		07/02/2009	CITIZENS BANK	750.00	23,047		17,608	17,608						17,608		5,439	5,439			L
654902-20-4	NOKIA CORP SPONSORED ADR		09/23/2009	CITIZENS BANK	1,080.00	17,033		28,156	16,848	11,308			11,308		28,156		(11,123)	(11,123)	585		L
66987V-10-9	NOVARTIS A G ADR		07/02/2009	CITIZENS BANK	1,050.00	42,187		50,828	50,733	95			95		50,828		(8,641)	(8,641)	1,796		L
74005P-10-4	PRAXAIR INC NY		09/23/2009	CITIZENS BANK	430.00	34,865		31,372	32,947	(1,575)			(1,575)		31,372		3,494	3,494	516		L
747525-10-3	QUALCOMM CORP		09/23/2009	CITIZENS BANK	1,370.00	60,939		51,312	50,338	974			974		51,312		9,627	9,627	664		L
778296-10-3	ROSS STORES INC		07/02/2009	CITIZENS BANK	790.00	29,854		28,836	23,487	5,349			5,349		28,836		1,018	1,018	249		L
790849-10-3	ST JUDE MED INC		09/23/2009	CITIZENS BANK	370.00	14,496		14,632	14,260	372			372		14,632		(136)	(136)			L
883556-10-2	THERMO FISHER SCIENTIFIC INC		09/23/2009	CITIZENS BANK	400.00	18,281		21,096	18,084	3,012			3,012		21,096		(2,816)	(2,816)			L
872540-10-9	TJX COMPANIES NEW		07/02/2009	CITIZENS BANK	1,550.00	47,158		45,839	31,884	13,955			13,955		45,839		1,319	1,319	357		L
931142-10-3	WAL-MART STORES		09/23/2009	CITIZENS BANK	1,930.00	95,566		95,285	108,192	(12,907)			(12,907)		95,285		281	281	1,783		L
949746-10-1	WELLS FARGO COMPANY		09/23/2009	CITIZENS BANK	960.00	27,995		31,129	25,977	5,151			5,151		31,129		(3,134)	(3,134)	422		L
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	842,407		906,748	808,220	98,527			98,527		906,748		(64,339)	(64,339)	13,280	X X X	X X X
9799997	Total - Common Stock - Part 4				X X X	842,407	X X X	906,748	808,220	98,527			98,527		906,748		(64,339)	(64,339)	13,280	X X X	X X X
9799998	Summary Item from Part 5 for Common Stocks				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stocks				X X X	842,407	X X X	906,748	808,220	98,527			98,527		906,748		(64,339)	(64,339)	13,280	X X X	X X X
9899999	Total Preferred and Common Stocks				X X X	842,407	X X X	906,748	808,220	98,527			98,527		906,748		(64,339)	(64,339)	13,280	X X X	X X X
9999999	Totals					5,264,456	X X X	5,359,949	5,249,612	98,527	(6,457)		92,070		5,341,683		(77,225)	(77,225)	229,131	X X X	X X X

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues 0.

NONE Schedule DB - Part A and B - Section 1

NONE Schedule DB - Part C and D - Section 1

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

[illegible]

NONE Schedule E - Part 2